FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

OMB Number: 3235-0076 Expires: May 31, 2005 2003 Estimated average burden

hours per response .....16.00

OMB APPROVAL

SEC USE ONLY DATE RECEIVED

OF SALE OF SECURITIES 03021905 ANT TO REGULATION D SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an amendm	ent and name has changed, and indicate change.)	
Tri-Land North Riverside Investors LLC P	rivate Placement of Class A Units and Partic	cipating Notes
Filing Under (Check box(es) that apply): Ru Type of Filing: New Filing Amendmen	ale 504 Rule 505 Rule 506 Section 4(6)	ULOE
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issue	er	
Name of Issuer ( check if this is an amendment	and name has changed, and indicate change.)	
Tri-Land North Riverside Investors LLC		
Address of Executive Offices One Westbrook Corporate Center, Suite 52	(Number and Street, City, State, Zip Code) 20, Westchester, Illinois 60154	Telephone Number (including Area Code) (708):531-8210
Address of Principal Business Operations (if different from Executive Offices) (same as above)	(Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code) (same as above)
Brief Description of Business Indirect owner and manager of North Rive Illinois.	rside Park Plaza Shopping Center, a shoppir	ng center located in North Riverside,
· • • • • • • • • • • • • • • • • • • •	· · · · · · · · · · · · · · · · · · ·	olease specify):  d liability company.
	Month Year  ization: 0:3 0:3 Esti  r two-letter U.S. Postal Service abbreviation for State:  N for Canada; FN for other foreign jurisdiction)	mated JUN 17 2003 THOMSON FINANCIAL

#### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

					BASIC	IDENTI	FICATION DATA				
2.	Enter the information	on reques	ted for the f	ollowi	ng:			•			
	Each promoter of	f the issu	er, if the iss	suer ha	s been organized	within t	he past five years,				
	• Each beneficial ov	vner havi	ng the powe	to vo	te or dispose, or d	irect the	vote or disposition	of, 10%	or more o	f a class	of equity securities of the issuer.
	• Each executive of	fficer and	director of	согро	rate issuers and o	f corpora	ite general and mai	naging	partners of	f partne	rship issuers; and
	<ul> <li>Each general and</li> </ul>	managi	ng partner o	of part	nership issuers.						
Che	ck Box(es) that Apply:		Promoter	· ×	Beneficial Own	حتت		r <b>f</b>	Director		General and/or Managing Partner
Full	Name (Last name fire	st, if indiv	vidual)				· · · · · · · · · · · · · · · · · · ·				
Tn	Land Holdings,	Inc.		i, i				,,,,,			
Bus	iness or Residence A	ddress (N	lumber and	Street,	City, State, Zip (	Code)					XIONNAI MANA DESKUURE ESKUURE VERKONDON ER ALEE KOMBON
On	e Westbrook Cor	porate (	lenter, Su	ite 52	0, Westchester	, Illino	s 60154	73. <sub>03</sub> .		/25/II	
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Full	Name (Last name firs	t, if indiv	ridual)								
	rth Riverside Fun iness or Residence A			Street,	City, State, Zip C	ode)					
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Full l	Name (Last name first	, if indivi	dual)							<del></del>	
	oe, Richard F Pr ness or Residence Ad						Properties, Inc.	Y .			
Atmicaum:	- Westbrook Corp			dynamica.		CHINAL PROPERTY AND	60154			n	
E POLICIO	k Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full 1	Name (Last name first	if indivi	dual)	<del></del>							'
Lic	ciardi, Michael J.	- Execu	ntive Vice		the second secon		pment of Tri-L	and Pi	operties,	Inc.	
namen i gra	ness or Residence Ad			ore-mose seems							
une	: Westbrook Corp	orate C					al copies of this sh	eet, as r	ecessary)		

		В	SASIC IDENTI	FICATION DATA			_	
2. Enter the information  • Each promoter of th  • Each beneficial owne  • Each executive offic  • Each general and m	e issuer, if the issuer having the power er and director of c	er has been org to vote or dispos orporate issuers	se, or direct the	vote or disposition of				of equity securities of the issuer. ship issuers; and
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Full Name (Last name first,	if individual)						<del></del> -	
Robinson, Hugh D E				irector of Tri-Lan	d Pro	perties, I	nc.	
Business or Residence Add								
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Warren, Jeffrey D A				Inc.				
Business or Residence Add	`	• •						
Burke, Warren, MacK					or, Ch		linois	
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Business or Residence Add	ress (Number and S	treet, City, State	e, Zip Code)					
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Full Name (Last name first,	if individual)							
Business or Residence Add	ress (Number and S	treet, City, State	e, Zip Code)					

				E	. INFORM	ATION AB	OUT OFFE	RING				
I Hacth	a icenar ce	old or doe	e the iccue	intend to	sall to no	n accredite	d invector	s in this of	Fering?		Yes	No
I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								<b>X</b>				
2. What is	What is the minimum investment that will be accepted from any individual?							\$ <u>50</u> ,	000*			
3. Does th	ne offering	g permit jo	oint owners	ship of a si	ingle unit?						Yes	No 
4. Enter the	he inform	ation requ	ested for ea	ach person	who has l	been or wi	ll be paid o	or given, d	irectly or	indirectly,	any —	
If a per	son to be l	isted is an	neration for associated p	person or a	gent of a b	roker or de	aler registe	red with th	e SEC and	or with a s	tate	
			broker or o						sociated pe	rsons of su	ch	
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3 of 9

Issuer reserves the right to make fractional sales of the securities and to sell securities at a discounted sales commission or expense allowance which would reduce the minimum requirement.

	B. INFORMATION ABOUT OFFERING											
I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						Yes	No					
2 3375	Answer also in Appendix, Column 2. if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  \$ 50,000*											
2. what is	ine minin	num inves	unent mat	will be ac	cepieu iroi	in any indi	vidual!		••••••	••••••	<u>\$ 20,</u> Yes	No
											<b>X</b>	
commis If a pers or states	Does the offering permit joint ownership of a single unit?  Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. It more than five (5) persons to be listed are associated persons of such a broker or dealer. you may set forth the information for that broker or dealer only.											
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A School of Larence	Name of Associated Broker or Dealer Thomas M. Nixon & Associates, Inc.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
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Issuer reserves the right to make fractional sales of the securities and to sell securities at a discounted sales commission or expense allowance which would reduce the minimum requirement.

# OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

s tl	Enter the aggregate offering price of securities included in this offering and the total amount already old. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check his box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	§ 0 - \$2.1 million	<b>§</b> 0
	Equity	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	s
	Common Preferred	-	
	Convertible Securities (including warrants)	<b>S</b> ************************************	<b>S</b> 182 // 11.11.11.15
	Partnership Interests		S
	Other (Specify LLC units	S 1.1 mill - \$4.2 mill	<b>S</b> 0
	Total		
	Answer also in Appendix, Column 3. if filing under ULOE.		
	nter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."		A 00-10-14
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	<u>s o</u>
	Non-accredited Investors	0	<u> </u>
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
	sold by the issuer, to date. in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.	Type of	Dollar Amount
	Type of Offering  Rule 505	Security	Sold
	Regulation A		3
	_		
	Rule 504	5 5 5 5 5 4 6 6 6 6 6 6 6 6 6 6 6 6 6 6	<u> </u>
	Total	<u> </u>	S. Trib. in resident of Chapter
,	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		na na jarah sa sa sang
	Transfer Agent's Fees	<b>X</b>	\$3,000
	Printing and Engraving Costs	······ <b>X</b>	§ 12,000
	Legal Fees.	<b>X</b>	\$ 60,000
	Accounting Fees	······ <b>X</b>	§ 25,000
	Engineering Fees	_	\$.0
	Sales Commissions (specify finders' fees separately)	اسبحقا	§ 256,000 - \$336,000
	Other Expenses (identify) (see breakdown below)	······ <b>X</b>	\$ 96,000 - \$179,000
	Total	<b>X</b>	S 452,000 - \$615,000
	4 of 9		
	Other Expenses Offering Expense Allowance: \$32,000 - \$42,000		
	Managing Dealer Fee: \$32,000 - \$42,000		
	Financial Consulting Fee: \$ 0 or \$63,000		
	Travel, Administration and		
	Marketing Expense: \$32,000		

b. Enter the difference between the aggregate offering price given in response to Part CQuestion 1 and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part CQuestion 4.b above.	,748,000 - ,585,000
Affiliates	Payments to Others
	§ <u>0</u>
Purchase of real estate	<u>s 0</u>
Purchase, rental or leasing and installation of machinery and equipment	s <u>.0</u>
Construction or leasing of plant buildings and facilities	<u>9</u> 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	s:0
	\$ <u>0</u>
	<u>s 0</u>
	<u>S</u> 0
s o	<u>0</u>
Column Totals	
Total Payments Listed (column totals added)	,000 ~ ,000
D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505 signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written requestion furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	5, the following uest of its staff,
Issuer (Print or Type) Signature Date	$\overline{/}$
Tri-Land North Riverside Investors LLC	93
Name of Signer (Print or Type)  Title of Signer (Print or Type)	
Richard F. Dube President of Tri-Land Properties, Inc., Manager of the Issuer	e e e

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)

		E. STATE SIGNATURE							
1 .	* * *	Presently subject to any of the disqualification  Yes  No							
	S	See Appendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (I 7 CFR 239.500) at such times as required by state law.								
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	limited Offering Exemption (ULOE) of the	issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform e state in which this notice is filed and understands that the issuer claiming the availability lishing that these conditions have been satisfied.							
	uer has read this notification and knows the co thorized person.	intents to be true and has duly caused this notice to be signed on its behalf by the undersigned							
	Print or Type) und North-Riverside Investors LLC	Signature Date							
Name (I	Print or Type)	Title (Print or Type)							
Richar	rd F. Dube	President of Tri-Land Properties, Inc., Manager of the Issuer							

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.